

McDERMOTT, WILL & EMERY

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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WASHINGTON, D.C. 20006
202/887-8000

December 8, 1988

DEC 9 1988 - 11 15 AM

VIA MESSENGER

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Secretary

Gentlemen:

INTERSTATE COMMERCE COMMISSION

No. 8-344A016

DEC 9 1988

Date

Fee \$ 13.00

ICC Washington, D.C.

On behalf of our client, No. 3 Rail Car Leasing Company, I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is an Amendment to Equipment Lease, a secondary document, dated as of January 1, 1986. The primary document to which this is connected is recorded under Recordation Number 8704.

The names and addresses of the parties to the document are as follows:

Lessor: No. 3 Rail Car Leasing Company
P.O. Box 218
Chicago Heights, IL 60411

Trustee: Continental Illinois National Bank
and Trust Company of Chicago
30 North LaSalle Street
Chicago, IL 60697

Lessee: Soo Line Railroad Company
Soo Line Building
P.O. Box 530
Minneapolis, MN 55440

Enclosed - 2 copies

Interstate Commerce Commission
December 8, 1988
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The equipment covered by the lease is described as
One Hundred (100) 100-ton 60' 8-1/2" center beam cars.

A fee of \$13 is enclosed. Please return the original
and any extra copies not needed for recordation to:

Clifford M. Sladnick, Esq.
McDermott, Will & Emery
111 West Monroe Street
Chicago, Illinois 60603

A short summary of the document to appear in the
index follows: Amendment to Equipment Lease with Recordation
Number 8704, dated as of January 1, 1986, and covering One
Hundred (100) 100-ton 60' 8-1/2" center beam cars.

Please do not hesitate to contact me if you have any
questions concerning this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'C. Sladnick', written over the typed name.

Clifford M. Sladnick

CMS/mbh

Enclosures

8704-A
REGISTRATION NO. 8704-A / PAGE 1000

AMENDMENT TO EQUIPMENT LEASE

DEC 9 1988 11 15 AM

INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Equipment Lease is made as of January 1, 1986, by and between No. 3 Rail Car Leasing Company, an Illinois corporation (hereinafter called "Lessor"), having an office at 26th and State Streets, P. O. Box 218, Chicago Heights, Illinois 60411, Continental Illinois National Bank and Trust Company of Chicago, as trustee, having an office at 30 North LaSalle Street, Chicago, Illinois 60697, and the Soo Line Railroad Company, a Minnesota corporation (hereinafter called "Soo" or "Lessee"), having an office at Soo Line Building, P. O. Box 530, Minneapolis, Minnesota 55440.

WITNESSETH:

WHEREAS, the Lessor and Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin corporation, as lessee (hereinafter called "Chicago Milwaukee"), entered into that certain Equipment Lease dated as of February 1, 1977 covering One Hundred (100)-100-ton 60' 8-1/2" center beam cars (hereinafter called the "Lease"); and

WHEREAS, the Lessor granted a security interest in all of its right, title and interest under the Lease to Continental Illinois National Bank and Trust Company of Chicago, as Security Trustee, pursuant to that certain Security Agreement-Trust Deed dated as of February 1, 1977; and

WHEREAS, on February 19, 1985, The Milwaukee Road Inc., a Minnesota corporation (then known as SLRCO, Inc.), acquired certain operating rail assets, and related obligations, including the Lease, from Richard B. Ogilvie, Trustee of the property of the Chicago Milwaukee, pursuant to Order No. 809 of the United States District Court for the Northern District of Illinois, Eastern Division (No. 77 B 8999) and an Asset Purchase Agreement, as amended, between the parties, and The Milwaukee Road Inc. continued as lessee under the Lease; and

WHEREAS, The Milwaukee Road Inc. was merged into the Soo as of 11:59 p.m. on December 31, 1985 pursuant to applicable Minnesota law; and

WHEREAS, as permitted under the Lease, the Soo, as successor-lessee as aforesaid, has succeeded to all of the rights, duties and obligations of The Milwaukee Road, Inc., as successor to Chicago Milwaukee under said Lease, and the parties hereto desire to amend the Lease to reflect the aforesaid transfer of the Lease and the rights in and to the equipment thereunder and possession of the equipment to the Soo, and the due assumption of the obligations of The Milwaukee Road, Inc., as successor to Chicago

Milwaukee under the Lease by the Soo;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

1. The Lease is hereby amended to substitute the Soo Line Railroad Company, a Minnesota corporation, for the Chicago Milwaukee, as Lessee under the Lease.
2. The Soo, at its expense and at the request of Lessor, will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission under Section 11303 of the Interstate Commerce Act.
3. The Soo hereby assumes all obligations of the Chicago Milwaukee and The Milwaukee Road, Inc. in and under the Lease.
4. Any notices required or permitted to be made or given to the Lessee under the Lease shall be given to the Soo at:

Soo Line Railroad Company
Soo Line Building
P. O. Box 530
Minneapolis, MN 55440

Attn: Mr. Earl J. Currie
Executive V.P. Operations

or at such other address as the Soo shall hereafter designate in writing.

5. Continental Illinois National Bank and Trust Company of Chicago, as Trustee-Assignee, hereby consents to this Amendment to the Lease.
6. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

[CORPORATE SEAL]

ATTEST:

By:

Richard H. Irving
Secretary
(Title)

[CORPORATE SEAL]

ATTEST:

By:

Gregory H. Kearns
TRUST OFFICER
(Title)

[CORPORATE SEAL]

ATTEST:

By:

Terresa A. Keener
ASSISTANT SECRETARY
(Title)

NO. 3 RAIL CAR LEASING COMPANY

[Signature]
Ass. Treasurer
(Title)

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF
CHICAGO

By: [Signature]
VICE PRESIDENT
(Title)

SOO LINE RAILROAD COMPANY

By: [Signature]
EXECUTIVE VICE PRESIDENT OPERATIONS
(Title)

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 8th day of December, 1988, before me personally appeared Lee E. Johnson, to be personally known, who, being by me duly sworn, says that he is Assistant Treasurer of No. 3 Rail Car Leasing Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Hollis E. Zink
Notary Public

(Notarial Seal)

My commission expires: May 7, 1990

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 8th day of December, 1988, before me personally appeared L. C. MULL, JR., to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Illinois National Bank and Trust Company of Chicago; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

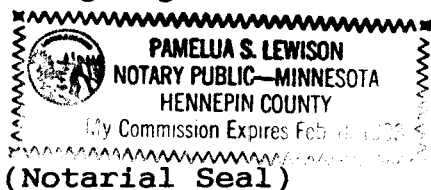
Hollis E. Zink
Notary Public

(Notarial Seal)

My commission expires: May 7, 1990

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 4 day of December, 1988, before me personally appeared Earl G. Currie, to me personally known, who, being by me duly sworn, says that he is EVP-Operations of Soo Line Railroad Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.



Pamela S. Lewison
Notary Public

My commission expires: 2/8/93